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 of Holders of Executory Contract Rights through
 USA Commercial Mortgage Company

E-Filed On April 26, 2007

**UNITED STATES BANKRUPTCY COURT
 FOR THE DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,

 Debtor.

Case Nos.:
 BK-S-06-10725-LBR
 BK-S-06-10726-LBR
 BK-S-06-10727-LBR
 BK-S-06-10728-LBR
 BK-S-06-10729-LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,

 Debtor.

JOINTLY ADMINISTERED
 Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

 Debtor.

**FINAL FEE APPLICATION OF
 GORDON & SILVER, LTD.,
 SEEKING COMPENSATION
 FOR LEGAL SERVICES
 RENDERED AND
 REIMBURSEMENT OF
 EXPENSES**

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,

 Debtor.

In re:
 USA SECURITIES, LLC,

 Debtor.

Date: June 21, 2007
 Time: 9:30 a.m.

Affects:
☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

1 This Final Fee Application for Allowance of Compensation (the "Final Application") is
 2 filed by GORDON & SILVER, LTD. ("G&S"), counsel to the Official Committee of Holders of
 3 Executory Contract Rights through USA Commercial Mortgage Company, a Nevada corporation
 4 (the "Direct Lenders Committee"). Pursuant to this Final Application, G&S respectfully requests
 5 that the Court enter an Order:

6
 7 1. Pursuant to Bankruptcy Code §§ 330 and 331, allowing G&S interim professional
 8 compensation for the six month period from August 1, 2006 to March 12, 2007 ("Effective
 9 Date") of Debtor's Plan [Docket No. 2376] ("Plan") (the "Final Application Period") in the
 10 amount of \$770,332.75 and reimbursement of actual and necessary expenses in the amount of
 11 \$12,673.99;

12 2. Pursuant to Bankruptcy Code §§ 330, granting G&S final approval for the approximately
 13 10 month period from the employment of G&S on May 24, 2006 through the effective date of
 14 March 12, 2007 (the "Entire Application Period") in the amount of \$1,028,068.75 and
 15 reimbursement of actual and necessary expenses in the amount of \$14,637.62.

16
 17 3. Authorizing USA Commercial Mortgage Company ("USA Mortgage") to pay to G&S all
 18 unpaid fees and expenses as allowed by the Court for the Final Application Period as well as the
 19 entire Application Period;

20 4. Determining that the total amount of professional fees and reimbursable expenses
 21 charged by G&S to USA Mortgage during the Final Application Period and the Entire
 22 Application Period are reasonable within the meaning of 11 U.S.C. §§ 330(a); and

23
 24 5. Determining that the total amount of reimbursable expenses incurred by G&S during the
 25 Final Application Period are actual and necessary within the meaning of 11 U.S.C. §§ 330(a).

26 The attached points and authorities and the exhibits to this Final Application, which contain
 27 descriptions and analyses of the professional services rendered and the expenses incurred by
 28

1 G&S, support this First Application.

2 DATED this 26th day of April, 2007.

3 GORDON & SILVER, LTD.

4
5 By: 
6 GERALD M. GORDON, ESQ.
7 GREGORY E. GARMAN, ESQ.

8 Attorneys for the Official Committee of Holders of
9 Executory Contract Rights through USA
10 Commercial Mortgage Company
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GORDON & SILVER, LTD.**BILLING SUMMARY**

Fees Previously Requested	\$257,736.00
Fees Previously Awarded	\$257,736.00
Expenses Previously Requested	\$1,963.63
Expenses Previously Awarded	\$1,963.63
Final Application Period Fees Requested	\$770,332.75
Final Application Period Expenses Requested	\$12,673.99
Entire Application Fees Requested	\$1,028,068.75
Entire Application Expenses Requested	\$14,637.62

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PROFESSIONAL SERVICES

NAMES OF PROFESSIONALS & PARAPROFESSIONALS	YEAR GRADUATED LAW SCHOOL	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
Shareholders				
Gerald M. Gordon	1973	464.30	\$525.00	\$243,258.75
		126.50	\$550.00	\$69,575.00
Gregory E. Garman	1997	827.50	\$410.00	\$338,762.50
		207.10	\$440.00	90,816.00
Brigid M. Higgins	1996	417.10	\$410.00	\$171,011.00
		37.90	\$440.00	\$16,412.00
Jeffrey A. Silver	1971	.10	\$525.00	\$52.50
Thomas H. Fell	1989	32.80	\$440.00	\$14,432.00
William M. Noall	1985	5.30	\$440.00	\$2,332.00

Shareholders Total \$946,651.75

Associates

Christine A. Bricker	1995	.50	\$380.00	\$190.00
Eric J. Van	2006	153.90	\$175.00	\$26,932.50
Konrad Pilatowicz	2005	48.20	\$175.00	\$8,435.00
Matthew C. Zirzow	1999	40.20	\$275.00	\$12,060.00
Talitha B. Gray	2004	158.10	\$165.00	\$29,248.50

Associates Total \$76,866.00

Other Professionals

Cynthia J. Roper		27.40	\$150.00	\$3,930.00
Jeffrey Hulet		8.30	\$135.00	\$621.00

Other Professionals Total \$4,551.00

TOTAL & BLENDED HOURLY RATE 2,555.20 \$402.34

EXPENSES

Expense	Rate	Total
Messenger Fee	\$10.00/trip	\$310.00
Photocopies/Scanned pages	\$0.15 per page	\$3,818.25
Fax Telecopy	\$0.75 per page	\$207.75
Postage		\$859.64
Online Court Electronic Access		\$890.32
Westlaw Research		\$38.63
Service of Process		\$66.00
Parking Expenses		\$60.00
Federal Express		\$31.70
Airfare, rental vehicle and parking for Gregory E. Garman for travel to meeting of Official Committee of Holders of Executory Contracts Rights and Loan Performance in Los Angeles, CA on August 8, 2006		\$610.35
Reimbursement for food for breakfast meeting on August 17, 2006		\$52.44
Reimbursement for lunch meeting with Debtors and committees on August 31, 2006		\$251.80
Airfare, rental vehicle and lodging for Gregory E. Garman for travel to Los Angeles, CA for meeting with USA legal team on October 12-13, 2006		\$721.00
Airfare, rental vehicle and lodging for Gerald M. Gordon for travel to Los Angeles, CA for meeting with USA legal team on October 12-13, 2006		\$670.48
Atrium meeting room rental for meeting with direct lenders in Reno, NV re plan of reorganization on December 5, 2006		\$3,904.26
Taxi costs for travel to meeting with direct lenders in Reno, NV re plan of reorganization on December 5, 2006		\$14.00
Expenses incurred for Meadow Wood Court investor update meeting in Reno, NV on December 6, 2006		\$489.25
Conference call charge on December 6, 2006		\$678.00
Conference call charge on December 18, 2006		\$413.25
Conference call charge on January 18, 2007		\$291.00
Conference call charge on February 13, 2007		\$259.50
Total		\$14,637.62

I.
POINTS AND AUTHORITIES

GENERAL BACKGROUND

1. On April 13, 2006 (the "Petition Date"), USA Mortgage, USA Securities, LLC ("USA Securities"), USA Capital Realty Advisors, LLC ("USA Realty"), USA Capital Diversified Trust Deed Fund, LLC ("USA Diversified"), and USA Capital First Trust Deed Fund, LLC ("USA First" and, collectively with USA Mortgage, USA Securities, USA Realty, and USA Diversified, the "Debtors") filed voluntary petitions for relief under Chapter 11, Title 11 of the United States Code. The Court approved joint administration without substantive consolidation on May 9, 2006.

2. At the Petition Date, USA Mortgage was the servicer for a portfolio of approximately 115 commercial mortgage loans, with a total balance of approximately \$962 million. Most loans were funded by multiple parties, with over 3,600 individual direct lenders (the "Direct Lenders") holding an interest in one or more loans.

3. On May 10, 2006, the Office of the United States Trustee (the "US Trustee") appointed the following four committees in these Chapter 11 Cases:

- (a) The Direct Lenders Committee;
- (b) The Official Unsecured Creditors Committee for USA Commercial Mortgage Company (the "Unsecured Creditors Committee");
- (c) The Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC (the "Diversified Committee"); and
- (d) The Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF Committee").

4. The Direct Lenders Committee was formed to speak to the interests common among the Direct Lenders, with a fiduciary duty to the Direct Lenders as a class.

5. On May 26, 2006, the Direct Lenders Committee filed its Application of the Official Committee of Holders of Executory Contract Rights Through USA Commercial Mortgage Company to Employ Gordon & Silver, Ltd. (the "G&S Employment Application").

1 6. The Court held a hearing on the G&S Employment Application on June 5, 2006,
2 and entered an order approving the G&S Employment Application on June 20, 2006.

3 7. Since the approval of the G&S Employment Application, G&S has advised the
4 Direct Lenders Committee of its rights and obligations, represented the Direct Lenders
5 Committee in all proceedings, assisted the Direct Lenders Committee in the performance of its
6 statutory duties, aided the Direct Lenders Committee in developing legal positions and strategies,
7 assisted the Direct Lenders Committee in formulating and negotiating a plan of reorganization,
8 and provided other counsel and advice as the Direct Lenders Committee has required.

9 8. From August 31, 2006, G&S filed its First Interim Fee Application seeking
10 Compensation for Legal Services Rendered and Reimbursement of Expenses. By the way of the
11 First Interim Application, G&S sought professional compensation in the amount of \$257,736.00
12 for the period from May 23, 2006 through July 31, 2006 and reimbursement of actual and
13 necessary expenses in the amount of \$1,963.63.

14 9. This is the Final Interim Fee Application of Gordon & Silver, Ltd. Seeking
15 Compensation for Legal Services Rendered and Reimbursement of Expenses filed in the above-
16 captioned Chapter 11 Cases.

17 10. This Final Application is a "core proceeding" which the Court has jurisdiction to
18 decide pursuant to 28 U.S.C. §§ 157(a), (b), and 1334. The statutory authority for the relief
19 requested by G&S is 11 U.S.C. § 330 and 331. This Final Application has been filed in
20 accordance with Federal Bankruptcy Rule 2016 and the Guidelines of the Office of the United
21 States Trustee for the District of Nevada.

22 11. This Final Application has also been submitted in accordance with the Court's
23 Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of
24 Expenses of Professionals. G&S has circulated its monthly statements of fees and expenses for
25 May 2006 through March 2007 to the designated counsel for the Debtors, the US Trustee, and
26 the other committees.

II.
TASKS PERFORMED BY G&S DURING THE CASE PERIOD

While the Final Application Period runs from August 1, 2006 through the effective date of March 12, 2007, pursuant to the Court's request, this Final Application identifies billing entries performed by G&S for the entire case. During these proceedings, G&S performed a wide range of legal services to the Direct Lenders Committee. The discussion below provides an overview of the services performed by task category. A detailed description of the work performed by G&S in each of the categories listed below is contained in Exhibit "A" to this First Application.

A. G&S Retention and Compensation (1)

G&S billed 40.8 hours (\$12,876.50) during the Entire Application Period related to the retention of G&S by the Direct Lenders Committee. In addition to the preparation of a retention agreement and employment application, time was spent reviewing, analyzing, and preparing a written response to the opposition to employ G&S. In addition, time was spent preparing G&S' First Interim Fee Application as well as this Final Fee Application.

B. Petition, Statements and Schedules, and First Day Motions (2)

G&S billed 18.2 hours (\$7,017.50) during the Entire Application Period reviewing first day pleadings and the Debtors' statements and schedules. This category also includes attendance of the Section 341 meeting of creditors and equity security holders held on July 12, 2006.

C. Section 364 Financing (3)

G&S billed 36.6 hours (\$16,032.00) during the Entire Application Period related to the Debtors' failed effort to obtain DIP financing and efforts to obtain additional funding on certain projects. Included in this category was time spent reviewing and analyzing the Debtors' ongoing funding requirements and potential sources of capital. Considerable time was further spent analyzing and reviewing the Debtors' Motion for Authority to Forbear and to Provide Further Funding for Certain Outstanding Loans (the "Funding Motion"). The Funding Motion directly impacted Direct Lenders in that it sought, among other requested relief, to subordinate, dilute, or otherwise modify the interests of certain Direct Lenders on certain loans. G&S also reviewed

1 and opposed certain aspects of the Debtors' efforts to obtain DIP financing. Ultimately, the
 2 Debtors withdrew their requests for DIP financing. Finally, this category also includes a review
 3 and analysis of the Debtors' efforts to obtain financing on the Rio Rancho project.

4 **D. Other Professionals Retention and Compensation (4)**

5 G&S billed 51.5 hours (\$19,148.00) during the Entire Application Period related to the
 6 retention of other professionals. This category includes review of applications, analysis of
 7 potential conflicts, and, where appropriate, preparation of oppositions. During the case, G&S
 8 reviewed and filed a limited opposition to the employment of Hilco Real Estate LLC/Hilco Real
 9 Estate Appraisal, LLC as the Debtors' real estate appraiser. G&S further analyzed the identified
 10 conflicts of Mesirow Financial Interim Management, LLC as manager for the Debtors, and
 11 reviewed and opposed the employment of Sierra Consulting Group, LLC as financial advisors
 12 for the Unsecured Creditors Committee. Further time was spent reviewing various
 13 professionals' invoices on a monthly basis as well as preparing periodic summaries of the fees
 14 and expenses incurred to date for posting on the direct lender website.

15 **E. Cash Collateral/Budget (5)**

16 G&S billed 6.7 hours (\$2,793) during the Entire Application Period reviewing the
 17 Debtors' motions to use cash collateral, as well as reviewing the ongoing budgets prepared and
 18 filed by the Debtors.

19 **F. Stay Relief Motions (6)**

20 G&S billed 35.5 hours (\$15,514.00) during the Entire Application Period related to the
 21 various requests for relief from the automatic stay. Time was spent reviewing the pleadings of
 22 individual direct lenders for relief and drafting an Omnibus Response to Individual Direct
 23 Lenders Request for Relief, filed on May 30, 2006, setting forth the Direct Lenders Committee's
 24 position on matters of common interest with respect to any Direct Lender motions for relief from
 25 the automatic stay. G&S also spent time reviewing, conferring, and sending correspondence on
 26 motions for relief separately filed by Scott K. Canepa, Rolland P. Weddell and Spectrum
 27 Financial Group, Standard Property Development, LLC, Fertitta Enterprises and Western United

1 **G. Litigation (7)**

2 G&S billed 64.7 hours (\$15,202.00) during the Entire Application Period related to
3 litigation efforts. Included in this task category was research regarding threats of
4 "recharacterization" of direct lender loans, preparing a complaint and request for preliminary
5 injunction against Standard Property, and monitoring the on-going adversary proceedings and
6 other litigation related to the Debtors.

7 **H. Avoidance Actions (8)**

8 G&S billed 1.6 hours (\$805.50) during the Entire Application Period conferring with the
9 other committees and evaluating avoidance actions.

10 **I. Section 365/Executory Contracts (9)**

11 G&S billed 10.7 hours (\$3,074.00) during the Entire Application Period related to the
12 Debtors' various executory contracts and their treatment under Debtors' Plan

13 **J. Claims Administration (10)**

14 G&S billed 27.7 hours (\$8,077.50) during the Entire Application Period related to claims
15 administration. Within this category, time was spent evaluating issues related to proof of claims
16 such as bar date and a lack of information having been made available to direct lenders.
17 Additional time was spent discussing issues relating to the bar date with various direct lenders
18 and other committees. Finally, time was spent negotiating an extension to the bar date in order
19 to permit direct lenders to fully participate in the process.

20 **K. Debtors' Administration (11)**

21 G&S billed 21 hours (\$9,664.50) in this category during the Entire Application Period.
22 Services rendered in this category relate to the general administration of Debtors' proceedings.
23 Time includes reviewing loan summaries filed by the Debtors, reviewing the various motions to
24 use funds, reviewing the budgets and reviewing the motion to convert case to a proceeding under
25 Chapter 7 filed by the Office of the United States Trustee and the oppositions thereto.

26 **L. Committee Governance (13)**

27 G&S billed 34 hours (\$10,333.50) during the Entire Application Period related to the
28 operation of the Direct Lenders Committee. Time was first spent drafting committee bylaws and

1 researching committee obligations. Additionally, time was spent preparing, negotiating, and
 2 revising a confidentiality agreement between the Direct Lenders Committee and the Debtors
 3 designed to facilitate disclosure of information to the Direct Lenders. Finally, time was spent
 4 researching "privacy" issues that directly impact Direct Lenders.

5 **M. Disclosure Statement and Plan Negotiations and Preparation (15)**

6 G&S billed 587.5 hours (\$252,891.75) during the Entire Application Period related to
 7 discussions, negotiations and preparation of the Plan and Disclosure Statement. G&S spent
 8 nearly one-quarter of its time in this case related to negotiations and preparation of Debtors' Plan
 9 and Disclosure Statement. Given the limited objective of direct lenders in these proceedings, it
 10 is unnecessary for G&S to be involved in many of the issues faced by the other committees and
 11 the Debtors, however, given the interplay between Debtors' Plan and direct lenders' claims and
 12 Loan Service Agreements, it was essential for G&S to fully participate in the Plan and
 13 Disclosure Statement process. Ultimately, as this Court is aware, with the participation of the
 14 Direct Lenders Committee, a consensual plan was confirmed that contained a compromise
 15 between the various constituencies. From this compromise, direct lenders benefited in numerous
 16 ways including the waiver of claims by the Debtors and other constituents for
 17 "recharacterization" which sought to have direct lenders' notes and deeds of trust to be deemed
 18 property of Debtors' bankruptcy estate. Additional benefits negotiated for direct lenders include
 19 a waiver of accrued but unpaid pre-petition service fees, a waiver of claims or surcharge and
 20 ensuring that individual direct lenders were not subject to litigation.

21 **N. Confirmation (16)**

22 G&S billed 129.9 hours (\$43,563.00) during the Entire Application Period related to the
 23 confirmation process. The bulk of this time was spent during the month of December 2006
 24 related to the contested confirmation proceeding. Among other things, G&S drafted portions of
 25 the Debtors' confirmation brief, research and filed various pleadings related to the confirmation
 26 process and negotiated with Compass and other parties in interest a complicated confirmation
 27 order that dealt with a myriad of complex legal issues.

28

1 **O. Plan Effective (17)**

2 G&S billed 74.6 hours (\$36,649.00) during the Entire Application Period related to plan
3 effectuation issues. Significant time was spent in this category dealing with transition issues
4 related to Compass Partners servicing direct lender loans after the effective date. Among other
5 things, G&S met with State regulatory officials, representatives of Compass, Debtors and the
6 other committees in order to insure an orderly transition process.

7 **P. Committee Meetings and Communications (18)**

8 G&S billed 77.7 hours (\$36,328.50) during the Entire Application Period. This time was
9 spent attending committee meetings, teleconferencing with committee members, and responding
10 to committee inquiries.

11 **Q. Direct Lenders Related Matters (19)**

12 G&S billed 502.9 hours (\$185,483.50) during the Entire Application Period on issues that
13 directly impact Direct Lenders. Among other motions included in this category was the Debtors'
14 Motion to Temporarily Hold Funds Pending a Determination of the Proper Recipients (the
15 "Motion to Hold Funds"). The Motion to Hold Funds sought to allow USA Mortgage to hold
16 collected loan payments in a collection account without making a distribution to Direct Lenders
17 on whose behalf USA Mortgage received payments. This category also includes time related to
18 the Debtors' Motion to Distribute Funds and to Grant Ordinary-Course Releases and Distribute
19 Proceeds (the "Motion to Distribute"). Additional time in this category was spent researching
20 and evaluating Debtors' various efforts to hold direct lender funds and to exert "recoupment and
21 set-off." Time was spent negotiating with the Debtors to ensure that otherwise confidential
22 information was made available to direct lenders such that they could make informed decisions.
23 Within this category, time was also spent on various motions related to individual loans to the
24 extent that the outcome may impact the direct lender pool as a whole. For example, motions
25 were brought by the Debtors seeking to compromise outstanding principal and accrued interest.
26 The Direct Lender Committee, while not taking a position as to whether or not the economic
27 terms of the transaction were appropriate, intervened in the process to ensure that the rights and
28 duties owed to direct lenders imposed by statute or contract were fulfilled. Thus providing direct

lenders with the ability to meaningfully participate in the process.

R. Meetings and Communications with the Debtors and Other Committees (20)

G&S billed 181.7 hours (\$75,354.00) during the Entire Application Period preparing for and attending meetings, participating in conference calls, and corresponding with the Debtors and other committees. Time in this category related to ongoing negotiations with the Debtors and other committees as well as efforts to obtain information for distribution to Direct Lenders. In the complexity of these proceedings, frequent meetings between Debtors and the various committees often resulted in consensus building thereby alleviating the need for contested motion practice. During these regularly scheduled conference calls and face-to-face meetings, virtually every issue related to these proceedings were discussed and analyzed.

S. Communications with Direct Lenders (21)

G&S billed 157.3 hours (\$57,294.50) during the Entire Application Period related to communications with Direct Lenders. This time was spent communicating with the hundreds of individual Direct Lenders who have contacted G&S in an effort to obtain information related to these proceedings. G&S also spent time preparing the Motion For A Nunc Pro Tunc Order Clarifying Requirements to (1) Provide Access to Information, and (2) Solicit and Receive Comments from the Direct Lenders Pursuant to 11 U.S.C. §§ 105(a), 1102(b)(3) and 1103(c) (the "Joint Information Protocol Motion"). By way of the Joint Information Protocol Motion, the committees sought to maintain the confidentiality of certain information provided by the Debtors to the committees, and to clarify rules pertaining to disclosure of information from the committees to their constituents. Further time in this category was spent preparing summaries of these proceedings for the many direct lenders. Finally, G&S spent a limited amount of time responding to individual direct lender inquiries.

T. Bullard Motion to Disqualify (22)

G&S billed 26.1 hours (\$7,267.00) during the Entire Application Period. This time was spent researching, preparing, and revising G&S's Opposition to Motion for Order to Remove Fertitta Enterprises, Inc. as Member of Official Committee of Holders of Executory Contract Rights ("the Fertitta Opposition"), filed on June 19, 2006. This opposition came in response to

1 USA Mortgage's motion to remove Fertitta Enterprises, Inc. ("Fertitta") and William J. Bullard,
 2 an officer of Fertitta and chair of the Direct Lenders Committee ("Bullard"), alleging that Fertitta
 3 had special arrangements with USA Mortgage's prior management. In response, the Fertitta
 4 Opposition demonstrated that Fertitta and Bullard hold no conflict of interest, and the motion
 5 was denied.

6 **U. Sale/Asset Disposition (24)**

7 G&S billed 143.4 hours (\$65,230.50) during the Entire Application Period related to the
 8 auction and sale process contemplated by the Plan. Among other things, G&S negotiated with
 9 potential acquirers related to direct lender loans and the loan service agreements and participated
 10 in design of the auction process. Participated in the negotiations for the Stalking Horse contract
 11 and ensuring the auction process maximized the recovery and benefit to individual direct lenders.

12 **V. Omnibus Court Hearing Preparation and Attendance (26)**

13 G&S billed 201.5 hours (\$91,146.00) during the Entire Application Period preparing for
 14 and attending the many Omnibus Hearings held in this proceeding.

15 **W. Appeals (27)**

16 G&S billed 101.3 hours (\$47,535.50) during the Entire Application Period participating
 17 in and monitoring the many appeals that resulted from the confirmation of Debtors' Plan. Time
 18 in this category included drafting points of authorities in opposition to the motions for stay, in
 19 other words, supporting Debtors' efforts in the appeals up through the effective date of the plan.

20 **III.**

21 **CONTENTS OF THE ATTACHED SUPPORTING EXHIBITS**

22 Exhibit "A" attached to this Final Application identifies and provides chronologically
 23 throughout the First Application Period: (a) the dates on which G&S performed professional
 24 services for the Direct Lenders Committee; (b) each person performing such services; (c) the
 25 amount of time spent by each person on each day that the person performed such services
 26 (charged in units of one-tenth [0.1] of an hour); and (d) specific daily descriptions of the services
 27 performed by each person. These time entries are grouped by task category.

28 Exhibit "B" attached to this Final Application contains a detailed statement of actual and

1 necessary out-of-pocket expenses incurred and paid by G&S during the Entire Application
2 Period in its representation of the Direct Lenders Committee.

3 Thus, the attached supporting Exhibits "A" and "B" contain a thorough and detailed
4 description of G&S's professional services and reimbursable expenses.

5
6 **IV.**
STANDARDS RELEVANT TO INTERIM PROFESSIONAL
COMPENSATION AND EXPENSE REIMBURSEMENT

7 The fees billed by G&S to USA Mortgage for professional services rendered during the
8 Entire Application Period total \$1,028,068.75. This amount was calculated (as required by
9 Bankruptcy Code Section 330) in accordance with the standards used to calculate what would be
10 charged for comparable services in a non-bankruptcy situation.

11 The pertinent factors to be considered in establishing fees for legal services rendered are:
12 (a) the time and labor required, the novelty and the difficulty of the questions involved, and the
13 skill required to perform the legal services properly; (b) the likelihood that the acceptance of the
14 particular employment will preclude other employment by the lawyer; (c) the fee customarily
15 charged for similar services; (d) the amount involved and the results obtained; (e) the time
16 constraints required by the exigencies of the case, including the frequency and amount of time
17 required to be devoted other than in regular business hours; (f) the nature and length of the
18 professional relationship with the client; (g) the experience, reputation, and ability of the lawyers
19 performing the services; and (h) whether the fee is fixed or contingent. In re First Colonial Corp.
20 of America, 544 F.2d 1291 (5th Cir. 1977), cert. denied, 431 U.S. 904 (1977); see also American
21 Bar Association's Code of Professional Responsibility, Disciplinary Rule 2-106.

22 G&S submits that its requested professional compensation during the Entire Application
23 Period is fair and reasonable under the circumstances of these Chapter 11 Cases and its
24 representation of the Direct Lenders Committee therein. G&S has also incurred and paid out-of-
25 pocket expenses totaling \$14,637.62 during the Entire Application Period. The items for which
26 expense reimbursement are being sought are not included in G&S's overhead, and are not
27 therefore, a part of the hourly rates charged by G&S.

28 Most of the photocopying charges have been incurred in reproducing pleadings prepared,

1 filed and served in these Chapter 11 Cases. In the above-referenced instances (and other similar
 2 situations), copies were needed promptly at the time, and/or it was not otherwise feasible for
 3 G&S to make other photocopying arrangements. G&S charges \$0.15 per page for photocopying.
 4 In addition, G&S charges \$0.75 for outgoing faxes (G&S does not charge for incoming faxes),
 5 and \$10.00 per messenger run.

6 G&S submits that the expenses, which it has incurred and paid in rendering legal services
 7 to the Direct Lenders Committee during the Entire Application Period, are reasonable and
 8 necessary under the circumstances of these Chapter 11 Cases and that the reimbursement to G&S
 9 for such expenses is appropriate and should be allowed.

10 **V.**
 11 **COMPLIANCE WITH SECTION 504 OF THE BANKRUPTCY**
 12 **CODE AND BANKRUPTCY RULE 2016**

13 G&S has not entered into any arrangement or agreement with any person or entity with
 14 respect to the sharing of fees and expenses for which G&S is seeking compensation and
 15 reimbursement as set forth in this Entire Application, except as permitted by Bankruptcy Code
 16 Section 504(b)(1).

17 **VI.**
 18 **CONCLUSION**

19 WHEREFORE, G&S respectfully requests that the Court enter an Order:

20 1. For the Final Application Period from August 1, 2006 through March 12, 2007,
 21 allowing G&S professional compensation in the amount of \$770,332.00 and reimbursement of
 22 actual and necessary expenses in the amount of \$12,673.99;

23 2. For the Entire Application Period from May 24, 2006 through the effective date of
 24 March 12, 2007, allowing G&S professional compensation in the amount of \$1,028,068.75 and
 25 reimbursement of actual and necessary expenses in the amount of \$14,637.62

26 3. Determining that the total amount of professional fees charged by G&S to USA
 27 Mortgage during the Chapter 11 Cases is reasonable within the meaning of 11 U.S.C. §§ 330(a)
 28 and 331; and determining that the total amount of reimbursable expenses incurred by G&S
 during the Chapter 11 Cases are actual and necessary within the meaning of 11 U.S.C. §§ 330(a)

1 and 331;

2 4. Authorizing USA Mortgage to pay to G&S all fees and expenses as allowed by
3 the Court; and

4 5. Granting such other and further relief as the Court deems just and appropriate.

5 DATED this 26th day of April, 2007.

6 GORDON & SILVER, LTD.

7
8 By:  

9 GERALD M. GORDON, ESQ.

10 GREGORY E. GARMAN, ESQ.

11 Attorneys for the Official Committee of Holders
12 of Executory Contract Rights through USA
13 Commercial Mortgage Company
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EXHIBIT A

GORDON & SILVER, LTD.
INTERIM FEE APPLICATION

OFFICIAL COMMITTEE OF HOLDERS OF EXECUTORY CONTRACT RIGHTS THROUGH USA / USA COMMERCIAL
MORTGAGE COMPANY, USA CAPITAL REALTY ADVISORS, LLC,
OUR CASE NO. 100933-001 / 740

DATE	INITIALS	NARRATIVE	ACTUAL HOURS	ACTUAL DOLLARS
Task Code 01 - G&S Retention and Compensation				
05/24/2006	GEG	Revise and extend G&S employment application and declaration of GEG	1.80	\$738.00
05/24/2006	GMG	Prepare retention agreement and application revisions	0.70	\$367.50
05/24/2006	WMN	Discussion with Mr. Garman re Committee representation and retention agreement; prepare retention agreement	2.00	\$880.00
05/25/2006	BMH	Review retention agreement	0.60	\$246.00
05/26/2006	TBG	Telephone call to Debtors' counsel regarding OST for employment application.	0.10	\$18.50
05/26/2006	TBG	Draft OST for employment application.	0.60	\$111.00
05/31/2006	CAR	Draft list of task codes to be used to complete fee applications NO CHARGE	0.20	\$0.00
06/02/2006	BMH	Draft reply to Oppositions to G&S Employment Application	5.20	\$2,132.00
06/02/2006	BMH	Review Direct Funds Committee Opposition to G&S employment	0.30	\$123.00
06/02/2006	BMH	Review Debtors Limited Opposition to G&S Employment	0.10	\$41.00
06/02/2006	GEG	Draft reply regarding employment	3.10	\$1,271.00
06/02/2006	GMG	Prepare reply in support of application to be employed	0.60	\$315.00
06/02/2006	THF	Review draft opposition to g&s employment app.	0.20	\$88.00
06/02/2006	WMN	Research disqualification (1103(b)) issue for Ms. Higgins; provide cases	0.60	\$264.00
06/05/2006	GMG	Prepare order g&s retention	0.20	\$105.00
06/09/2006	GMG	Review electronic correspondence re comments to retention orders	0.20	\$105.00
06/09/2006	GMG	Review electronic correspondence re form of retention orders, review ust orders appointing committees and reply email re same	0.20	\$105.00
06/15/2006	TBG	Email correspondence with August Landis regarding G&S employment order.	0.10	\$18.50
07/20/2006	CAR	Review and revise task codes for first interim fee app period	1.20	\$180.00
08/11/2006	GEG	Revise billings, circulate to other professionals	0.20	\$82.00
08/17/2006	CAR	Review of task coding for the months of June, July and August re 1st interim fee app	0.50	\$75.00
08/25/2006	EJV	Prepared Fee Application	2.90	\$507.50
08/28/2006	EJV	Prepared fee application	3.60	\$630.00
08/28/2006	GEG	Prepare fee application (review task codes)	0.80	\$328.00
08/29/2006	EJV	Prepared fee application	5.80	\$1,015.00
08/29/2006	THF	Review and revise fee application; billings	1.10	\$484.00
08/30/2006	EJV	Revised fee application and fixed task codes	1.20	\$210.00
08/30/2006	GEG	Revise and extend fee application	1.70	\$697.00
08/30/2006	THF	Follow up on fee application revisions	0.20	\$88.00
08/31/2006	EJV	Completed first interim fee application	1.60	\$280.00
09/21/2006	GMG	Review electronic correspondence from susan freeman re compensation order and reservations and reply email re same	0.10	\$52.50
09/25/2006	GEG	Prepare monthly fee statement	0.70	\$287.00
10/17/2006	GEG	Draft Order Approving 1st Interim App of G&S as Counsel for direct lenders	0.30	\$123.00
10/26/2006	GEG	Prepare G&S monthly be statement	0.40	\$164.00
11/20/2006	GEG	Review procedures regarding G&S fee request	0.10	\$41.00
03/05/2007	GEG	Review and execute stipulation regarding fees	0.10	\$44.00
04/18/2007	GEG	Prepare final fee app	1.50	\$660.00
			40.80	\$12,876.50

Task Code 02 - Petition, Smt & Schedules & First Day Mo

06/01/2006	TBG	Revise motion of committee pursuant to 11 U.S.C. section 105(a), 1102(b)(3) and 1103(c) for nunc pro tunc order clarifying requirements to (1) provide access to information and (2) solicit and receive comments from creditors and associated order.	2.00	\$370.00
06/01/2006	TBG	Email correspondence with Lia Dorsey regarding stip regarding continued hearings.	0.20	\$37.00
06/01/2006	TBG	Telephone call and email correspondence with Jan Chubb regarding stip to move certain hearings.	0.20	\$37.00
06/14/2006	GEG	Review statements and schedules	3.50	\$1,435.00
06/16/2006	BMH	Review schedules and SOFA for USACM	3.20	\$1,312.00
06/16/2006	GMG	Conference with associate attorney bmh re schedules and statements	0.40	\$210.00
06/19/2006	GMG	Telephone conference with client bullard re schedule f-1	0.20	\$105.00
06/23/2006	GMG	Review schedules and statements	0.80	\$420.00
06/23/2006	TBG	Review revised information protocol order and confer with GEG regarding same.	0.30	\$55.50
06/23/2006	TBG	Email correspondence with various counsel regarding joint protocol order and telephone calls w/ Andrew Parlen regarding same.	0.40	\$74.00
07/12/2006	BMH	Attend 341 meeting	5.50	\$2,255.00
07/12/2006	GMG	Conference with bmh re 341 meeting and disbursal motion	0.50	\$262.50
07/20/2006	BMH	Reviewed motion for relief from stay -Standard	0.70	\$287.00
08/23/2006	GMG	Various emails regarding production of documents	0.30	\$157.50
			18.20	\$7,017.50

Task Code 03 - 364 Financing

06/12/2006	GMG	Review funding motion and sec agr motion and conf with bmh re same	0.80	\$420.00
06/12/2006	GMG	Review dip loan motion and conf with thf re same	0.70	\$367.50
06/12/2006	THF	Review dip financing motion for prep for opposition; conference re: same	2.00	\$880.00
06/13/2006	BMH	Meeting with Committee Chairman to discuss opposition to Debtors' forbearance and funding motion	0.60	\$246.00
06/13/2006	BMH	Prepare opposition to Debtors forbearance and funding motion	4.70	\$1,927.00
06/13/2006	THF	Prepare opposition to dip motion; security interest motion	2.50	\$1,100.00
06/14/2006	BMH	Review declaration of Allison re: funding and forbearance motion	0.30	\$123.00
06/14/2006	BMH	Finalized Opposition to Debtor's Funding And Forbearance Motion	3.50	\$1,435.00
06/14/2006	GMG	Prep of opposition to loan extension motion	0.30	\$157.50
06/14/2006	THF	Continue drafting opposition to dip loan	2.00	\$880.00
06/15/2006	BMH	Finalize opposition to funding and forbearance	1.10	\$451.00
06/16/2006	GEG	Revise and extend opposition to motion for further funding	1.10	\$451.00
06/16/2006	GEG	Review revise and extend opposition to motion for DIP	1.30	\$533.00
06/16/2006	THF	Conference re: debtors representations re: dip loan for modification to opposition; revise opposition	0.90	\$396.00
06/19/2006	GEG	Review Stutmans Limited Opp to Motion for Authority to Forebear and to Provide Further Funding for Certain Outstanding Loans	0.30	\$123.00
06/19/2006	GEG	Review proposed dip order	0.60	\$246.00
06/19/2006	GEG	Review Diversified Trust Deed Fund committees Joinder in First Trust Deed Funds Opposition to Motion for Emergency, Intermin and Permanent Orders re DIP Financing, telephone call to Marc Levinson regarding same	0.20	\$82.00
06/19/2006	GEG	Review response of Unsecured Creditors Committee to Dip Financing Motion	0.30	\$123.00
06/19/2006	GEG	Finalize and file oppositions to (1) further funding; (2) settlement with investment partners; (3) DIP financing	4.50	\$1,845.00
06/19/2006	GEG	Review Canepas Opposition to Motion for Authority to Forebear and to Provide Further Funding for Certain Outstanding Loans	0.40	\$164.00
06/19/2006	THF	Review comments on dip opposition and final and file	0.30	\$132.00
06/20/2006	GMG	Prepare for hearing regarding 364 financing and other motions	2.10	\$1,102.50
06/20/2006	THF	Review additional declarations; conference re: other committee views on dip	2.00	\$880.00
06/20/2006	THF	Review oppositions to dip motion; review proposed dip financing order	1.60	\$704.00
06/21/2006	GMG	Prepare for hearing regarding dip loan- review revised dip order	1.20	\$630.00
06/21/2006	THF	Telephone conference re status of hearings	0.30	\$132.00
06/30/2006	GMG	Review electronic correspondence re dip loan order revisions	0.30	\$157.50
07/03/2006	GMG	Final review of First Trust Deed Fund's order denying dip financing	0.10	\$52.50
07/06/2006	GEG	Review Order Approving Motion to Auth Debtor to Accept Loan Payment Proceeds	0.10	\$41.00
07/27/2006	GMG	Review documents feritta proposal re rio rancho	0.40	\$210.00
07/31/2006	GEG	Review order Approving Motion to Auth Debtor to Accept Loan Payment Proceeds	0.10	\$41.00
			36.60	\$16,032.50

Task Code 04 - Other Professionals Retention & Compensa

05/25/2006	BMH	Draft Opposition to Hilco Employment Application	1.40	\$574.00
05/25/2006	BMH	Review Hilco Employment Application	0.30	\$123.00
05/26/2006	BMH	Finalize opposition to Hilco Employment	1.90	\$779.00
06/01/2006	GEG	Review Lewis & Roca emp. app.	0.20	\$82.00
06/02/2006	GMG	Review various retention applications and declarations and amendments to committee rosters	0.40	\$210.00
06/03/2006	GEG	Review employment orders; revise same	0.40	\$164.00
06/04/2006	BMH	Reviewed case law re: committee counsel appointment	1.40	\$574.00
06/09/2006	GEG	Email re employment orders	0.40	\$164.00
06/12/2006	GMG	Review stutman order and sign it	0.10	\$52.50
06/14/2006	GMG	Review mesirow additional disclosure	0.20	\$105.00
06/14/2006	GMG	Telephone conference with client re mesirow addit disclosure	0.20	\$105.00
06/14/2006	GMG	Correspondence to other attorney schwartz re additional disclosure and additional info requested	0.20	\$105.00
06/16/2006	KP	Review Mesirow Employment application, oppositions, declarations	1.90	\$332.50
07/03/2006	GEG	Review and revise order regarding post-petition financing	0.20	\$82.00
07/17/2006	GMG	Review application to retain sierra advisors	0.40	\$210.00
07/17/2006	GMG	Review electronic correspondence from charles re sierra application and reply	0.10	\$52.50
07/18/2006	GMG	Telephone conference with attorney charles re retention of sierra	0.20	\$105.00
07/18/2006	GMG	Prepare objection to retention of sierra	0.10	\$52.50
07/18/2006	KP	Confer with GMG re: opposition to employment of Sierra as financial advisors for Unsecured Creditor Committee	2.10	\$367.50
07/19/2006	KP	Review and revise Opposition to Employment of Sierra	0.50	\$87.50
07/20/2006	BMH	Review FTDF Opposition to Applications to Employ Debtors' professionals	0.40	\$164.00
07/25/2006	GMG	Review pleadings re continued retention of debtor professionals	0.30	\$157.50
07/28/2006	GEG	Draft Direct Lenders Opposition to Application re Employment of Sierra	1.30	\$533.00
07/28/2006	GEG	Review Amended 2019 Statements	0.10	\$41.00
07/28/2006	KP	Revise Opp to employ sierra; file the same	0.30	\$52.50
08/11/2006	GMG	Review other professionals' invoices	0.60	\$315.00
08/14/2006	GMG	Revisions to draft Knudsen order	0.90	\$472.50
08/18/2006	BMH	Review RQN invoices	1.50	\$615.00
08/21/2006	BMH	Finalized review of RQN invoices for DL website	3.10	\$1,271.00
08/22/2006	BMH	Review RQN invoices and prepare memo	4.60	\$1,886.00
08/24/2006	BMH	Review e-mails re: fee invoices	0.20	\$82.00
08/25/2006	BMH	Review e-mails re: billing	0.30	\$123.00
08/25/2006	THF	Pull materials for fee application	1.50	\$660.00
08/28/2006	BMH	Review Orrick invoices	1.40	\$574.00
08/28/2006	BMH	Review Stutman invoices	1.50	\$615.00
08/28/2006	CAR	Review hourly rate and fees charged by attys and paralegal NO CHARGE	0.50	\$0.00
08/29/2006	EJV	Summarize professional fee invoice statements	1.80	\$315.00
09/15/2006	GEG	Review UCC objection to fees	0.70	\$287.00
09/18/2006	BMH	Review Unsecured Committee's objection to RQN, SM and Mesirow's fee applications	2.10	\$861.00
09/18/2006	BMH	Discussed fee applications with J. Chubb	0.10	\$41.00
09/18/2006	BMH	Review Objection to Fee Applications	1.10	\$451.00
09/18/2006	EJV	Prepare application for expenses for direct lenders committee	0.60	\$105.00
09/18/2006	GEG	Electronic correspondence with office of UST regarding fee objections	0.10	\$41.00
09/20/2006	EJV	Draft expense application for Direct Lender Committee	1.40	\$245.00
09/21/2006	BMH	Draft reply to Unsecured Committee's Objection to Fee Applications	3.20	\$1,312.00
09/22/2006	EJV	Review direct lender committee expense application	0.20	\$35.00

09/25/2006	BMH	Telephone conference with C. Pajak re: monthly statements	0.10	\$41.00
09/25/2006	BMH	Review e-mail re: proofs of claim filing	0.10	\$41.00
09/25/2006	EJV	Revise direct lender committee expense application	1.10	\$192.50
09/25/2006	GEG	Review schwartzer fee statement	0.30	\$123.00
09/25/2006	GEG	Review orick fee statement	0.40	\$164.00
09/25/2006	GEG	Review stutman fee statement	0.30	\$123.00
09/25/2006	GEG	Review shea & carlyon fee statement	0.20	\$82.00
09/25/2006	GEG	Review beckley fee statement	0.30	\$123.00
09/26/2006	BMH	Review Monthly Fee Statements	0.60	\$246.00
09/26/2006	BMH	Finalize reply to Unsecured Committee's Objection to Debtors' Professionals Fee Application	1.10	\$451.00
09/26/2006	GEG	Review lewis and roca fee statement	0.10	\$41.00
09/29/2006	GEG	Review shea and carlyon employment order	0.10	\$41.00
09/29/2006	GEG	Review stutman employment order	0.10	\$41.00
10/04/2006	GEG	Draft order regarding G&S fee order.	0.30	\$123.00
10/09/2006	GMG	Comments to ray quinney fee order regarding allocation to direct lenders	0.20	\$105.00
10/26/2006	GEG	Review other professional Monthly Fee Statement	1.30	\$533.00
11/29/2006	GMG	Review pleadings proposed stip and order approving dave huston approval thereof	0.20	\$105.00
12/01/2006	GEG	Review Employment and Retention of Foley & Lardner	0.20	\$82.00
12/05/2006	GEG	Review - Decl of Loraditch re Third Suppl Statement of Disinterestedness re Employment of Beckley Singleton	0.20	\$82.00
12/06/2006	GEG	Review Debtors Declaration of McBride re Application to Employ Beadle, McBride et al	0.20	\$82.00
12/06/2006	GEG	Review Debtors Supplemental Declaration (Fourth) of Allison re Employment of Mesirow	0.10	\$41.00
01/25/2007	GEG	Review Monthly Fee Statement (Dec) of Lewis and Roca LLP	0.40	\$176.00
01/25/2007	GEG	Review monthly fee statement of Sierra Consulting	0.30	\$132.00
01/29/2007	GEG	Review Employment and Retention of KPMG	0.40	\$176.00
03/02/2007	GEG	Review and Provide comments to Debtors' Objection to Application For Attorney Fees and Costs Robert C. Lepome	0.50	\$220.00
			51.50	\$19,148.00

Task Code 05 - Cash Collateral/Budget

05/30/2006	GEG	Telephone call from debtor regarding consent to modify budget	0.10	\$41.00
05/31/2006	GMG	Review debtors motion to amend budget	0.40	\$210.00
06/01/2006	GEG	Review debtors motion for use of cash collateral	1.10	\$451.00
07/24/2006	BMH	Reviewed third revised budget with GEG	0.70	\$287.00
07/24/2006	GEG	Review updated loan performance report and loan summaries prepared by debtors	2.60	\$1,066.00
07/27/2006	GEG	Review third revised budget and draft opposition; review joint opposition of funds	0.10	\$41.00
08/16/2006	BMH	Review and revise Cash Usage Order	0.50	\$205.00
08/18/2006	BMH	E-mails re: revisions to order to use cash	0.50	\$205.00
09/11/2006	BMH	Review response to Unsecured Committee's motion re: distribution	0.50	\$205.00
10/11/2006	GEG	Review stip regarding cash budget	0.20	\$82.00
			6.70	\$2,793.00

Task Code 06 - Stay Relief Motions

05/26/2006	GEG	Review pleadings of individual direct lenders for relief; draft summary of same	2.80	\$1,148.00
05/30/2006	GEG	Review pleadings by direct lenders; draft omnibus response	5.60	\$2,296.00
05/30/2006	GMG	Prepare omnibus reply re motions by direct lenders	0.50	\$262.50
06/03/2006	GEG	Review debtors opp re: canepa stay relief; research same	1.00	\$410.00
06/07/2006	GEG	Telephone call with scott canepa regarding stay relief motions	0.50	\$205.00
06/14/2006	GMG	Prepare for court appearance re canepa and jv motions	2.30	\$1,207.50
06/15/2006	BMH	Review Canepa Supplemental Declaration re: Motion For Relief Stay	0.40	\$164.00
06/15/2006	GEG	Attend hearings Omnibus Hearings	6.60	\$2,706.00
06/15/2006	GEG	Prepare for omnibus hearings	1.30	\$533.00
06/22/2006	GMG	Further review of emails and attached orders regarding canepa	0.30	\$157.50
06/22/2006	GMG	Review proposed competing orders re canepa motion and execution of same	0.30	\$157.50
06/27/2006	GMG	Review pleadings alexander pleadings regarding objection to setoff against direct lenders and conf with bmh re same	0.50	\$262.50
06/28/2006	GMG	Review order re chubb 362 motion and sign off	0.10	\$52.50
07/13/2006	GMG	Review weddell 362 motion	0.20	\$105.00
07/20/2006	GMG	Review pleadings standards motion	0.70	\$367.50
07/21/2006	GMG	Conference with associate attorney bmh re standard motion	0.30	\$157.50
07/25/2006	GMG	Review correspondence draft letter to USACM re Standard 362 motion	0.20	\$105.00
07/28/2006	GEG	Review FTD's to Opposition to Direct Lender's Motion For Stay Relief	0.30	\$123.00
08/06/2006	GMG	Review pleadings draft if first trust deed fund in opposition to standard and comment to Shlomo S. re same	0.40	\$210.00
08/07/2006	BMH	Review USACM's Opposition to Standard Property	0.60	\$246.00
08/07/2006	BMH	Review and revise opposition to Standard Property lift stay motion	0.50	\$205.00
08/07/2006	BMH	Draft Opposition to Standard Property's Lift Stay Motion	2.60	\$1,066.00
08/07/2006	BMH	Discuss Standard Property opposition with GEG and GMG	0.40	\$164.00
08/07/2006	BMH	Draft declaration re: opposition to Standard Property's lift stay motion	0.50	\$205.00
08/07/2006	BMH	Review First Trust Deed Fund's Opposition to Standard Property	0.60	\$246.00
08/07/2006	GMG	Prepare bankruptcy pleadings response to standard motion for relief from stay	0.40	\$210.00
08/07/2006	GMG	Prepare bankruptcy pleadings opposition to standard motion for relief	0.50	\$262.50
08/07/2006	GMG	Review electronic correspondence from Candace C. and reply re standard motion	0.10	\$52.50
08/10/2006	GMG	Conference with associate attorney geg re standard motion	0.30	\$157.50
08/15/2006	GMG	Prepare for court appearance re standard motion for relief from stay	0.30	\$157.50
08/25/2006	BMH	Review and revise joint letter to Standard Property Direct Lenders	0.80	\$328.00
01/22/2007	GEG	Review fertitta Motion for Relief From Stay	0.30	\$132.00
01/25/2007	GEG	Investigate texas foreclosure (1.2); review draft motion to enforce stay (.5); conference regarding same (.7)	2.40	\$1,056.00
01/29/2007	GEG	Review Western United Life Oppositon To Moton For An Order Enforcing The Automatic Stay To Prevent Foreclosure By Western United Life (.2) call with debtor regarding same (.2)	0.40	\$176.00
01/29/2007	GEG	Prepar joinder in Motion Filed By Debtors and Debtors In Possession For An Order Enforcing The Automatic Stay To Prevent Foreclosure By Western Untied	0.50	\$220.00
			35.50	\$15,514.00

Task Code 07 - Litigation

08/16/2006	TBG	Research regarding recharacterization.	2.50	\$462.50
08/17/2006	TBG	Research regarding recharacterization.	2.00	\$370.00
08/24/2006	BMH	Review Standard Property 105 Complaint/Preliminary Injunction	1.80	\$738.00
08/24/2006	BMH	Revise Standard Complaint	4.50	\$1,845.00
08/24/2006	TBG	Research regarding recharacterization.	0.90	\$166.50
08/25/2006	TBG	Research regarding recharacterization.	0.80	\$148.00
08/28/2006	TBG	Research regarding recharacterization.	2.90	\$536.50
08/29/2006	BMH	Review and respond to e-mail from debtor's counsel re: revisions to preliminary injunction application	0.10	\$41.00
08/29/2006	BMH	Discussed Standard property issues with GMG	0.20	\$82.00
08/29/2006	BMH	Review revised 105 complaint/preliminary injunction re: Standard Property	1.40	\$574.00
08/29/2006	BMH	E-mail to Schwartzer re: revisions to complaint and preliminary injunction	0.20	\$82.00
08/30/2006	BMH	Review and respond to e-mails from USACM's counsel re: Standard Property	0.50	\$205.00
08/30/2006	BMH	Review final correspondence to Standard Property direct lenders	0.40	\$164.00
08/30/2006	BMH	E-mail to D. Monson at RQN re: Standard Property joint letter	0.10	\$41.00
08/31/2006	TBG	Research regarding recharacterization and draft memorandum regarding same.	8.60	\$1,591.00
09/01/2006	BMH	Review and respond to e-mail from debtor's counsel re: Standard Property letters	0.20	\$82.00
09/05/2006	TBG	Research regarding issues raised in Lemmons, coupon clearing serv., bullion reserve et al.	4.50	\$832.50
09/07/2006	TBG	Research regarding recharacterization issues and Lemons issues.	5.60	\$1,036.00
09/08/2006	TBG	Draft memorandum addressing issues of recharacterization, lemmons issues, clares food and bullion reserve.	4.80	\$888.00
09/08/2006	TBG	Research regarding recharacterization and ponzi scheme issues and compile notes regarding same.	2.90	\$536.50
09/11/2006	TBG	Research and draft memorandum regarding recharacterization, lemmons issues, clares food and bullion reserve.	8.80	\$1,628.00
09/12/2006	TBG	Research and draft memorandum regarding ability to recharacterize claims or to treat all parties identically regardless of the parameters of the relationship.	4.50	\$832.50
09/13/2006	TBG	Draft memorandum regarding reclassification.	1.60	\$296.00
09/27/2006	BMH	Review Standard Property order	0.10	\$41.00
11/29/2006	GEG	Review discovery requests	0.70	\$287.00
12/01/2006	GEG	Call to debtors and UCC regarding same	0.20	\$82.00
12/01/2006	GEG	Review Debtor's Ex Parte Motion for 2004 of Milanowski	0.60	\$246.00
12/01/2006	GEG	Review S&C Decl of Miller Statement of Disinterestedness re Appt of Special Counsel	0.20	\$82.00
12/18/2006	BMH	Reviewed Kehl Complaint	0.50	\$205.00
12/19/2006	BMH	Reviewed adversary filed against Reale	0.40	\$164.00
01/02/2007	BMH	Review Standard Property adversary pleadings	1.50	\$660.00
01/03/2007	BMH	Discuss potential settlement with counsel for Direct Lenders on Standard Property	0.30	\$132.00
01/03/2007	BMH	Discuss Standard Property issues with GMG	0.20	\$88.00
02/06/2007	TBG	Telephone call with Eve and GEG regarding Emergency Motion to Dismiss Appeal and Memorandum of Law in Support Thereof By Appellee-Debtors.	0.20	\$37.00
			64.70	\$15,202.00

Task Code 08 - Avoidance Actions

06/26/2006	GEG	Electronic correspondence with committee members regarding avoidable transfers by debtor	0.30	\$123.00
06/30/2006	GMG	Review pleadings proposed investment partners order and email back with comments	0.30	\$157.50
07/02/2006	GMG	Review electronic correspondence re investment order and reply to jeff hermann regarding order revisions	0.40	\$210.00
07/05/2006	GMG	Review electronic correspondence from hermann re IP order and reply and final revisions to IP order	0.40	\$210.00
08/15/2006	GMG	Review pleadings uns comm response to lepome motion and issue re fraudulent transfer re prepaid interest	0.20	\$105.00
			<hr/> 1.60	<hr/> \$805.50

Task Code 09 - 365/Executory Contracts

06/12/2006	GMG	Review motion to approve security agreement	0.60	\$315.00
06/13/2006	TBG	Research and draft opposition to motion to approve agt with investment partners.	1.40	\$259.00
06/13/2006	TBG	Review Debtors' Motion For Order Approving Agreement with Investment Partners.	0.30	\$55.50
06/13/2006	TBG	Confer with THF regarding Motion For Order Approving Agreement with Investment Partners.	0.30	\$55.50
06/14/2006	TBG	Confer with GEG regarding response to Debtor's Motion For Order Approving Agt, with Investment Partners.	0.20	\$37.00
06/15/2006	TBG	Draft response to motion to approve compromise with investment partners.	3.20	\$592.00
06/16/2006	GEG	Conference with associate attorney TBG and revise response to settlement and compromise with investment partners	1.70	\$697.00
06/19/2006	GEG	Review Stutmans Limited Opposition to Debtors Motion for Order Approving Agreement with Investment Partners	0.50	\$205.00
06/19/2006	TBG	Review GMG and GEG's comments on response to motion to approve compromise; revise accordingly.	1.10	\$203.50
06/20/2006	GEG	Review LePome's Opp to Motion re Agreement with Investment Partners	0.70	\$287.00
06/28/2006	GMG	Review release order and sign off	0.20	\$105.00
06/29/2006	GMG	Conference with associate attorney bmh re exec contracts and motion for disbursement of funds	0.50	\$262.50
			10.70	\$3,074.00

Task Code 10 - Claims Administration

07/11/2006	GMG	Review notes regarding 5/7 hearing and bar date notice vacation and reply to email from karasik and pajak re same	0.20	\$105.00
07/12/2006	GMG	Prepare order revisions to bar date order	0.20	\$105.00
07/13/2006	JH	Set up tele-conference for the July 25 omnibus hearing.	0.30	\$40.50
07/14/2006	JH	Researched teleconference systems for the July 25 hearing.	0.70	\$94.50
07/17/2006	JH	Researched teleconference systems for the July 25 hearing. NO CHARGE	3.00	\$0.00
07/18/2006	JH	Researched teleconference systems for the July 25 hearing.	2.10	\$283.50
07/20/2006	JH	Researched teleconference systems for the July 25 hearing and communicated with Lia from Schwartz's office to make final preparations. NO CHARGE	0.70	\$0.00
07/24/2006	JH	Made final preparations for July 25 teleconference.	1.20	\$162.00
07/28/2006	GEG	Review Joint Response of the Fund Committees	0.40	\$164.00
07/28/2006	GEG	Review UST's Limited Opposition to Debtors' Motion to Distribute Funds and to Grant Ordinary-Course Releases and Distribute Proceeds	0.40	\$164.00
07/28/2006	GEG	REview UCC's Response to motion to distribute funds	0.20	\$82.00
07/28/2006	GEG	Review Diversified's points and authorities regarding recharacterization and research same	1.50	\$615.00
08/04/2006	JH	Moderated the conference call-in for the August 4th hearing.	0.30	\$40.50
08/27/2006	CAR	Conf w/thf re review of proofs of claim	0.10	\$15.00
09/01/2006	GEG	Electronic correspondence with debtor regarding poc procedure	0.10	\$41.00
09/01/2006	GEG	Follow up electronic correspondence regarding POCs	0.10	\$41.00
09/01/2006	GEG	Review order regarding proofs of claim	0.10	\$41.00
09/02/2006	GEG	Electronic correspondence with Rob Charles regarding POC's	0.10	\$41.00
09/02/2006	GEG	Multiple emails regarding bar date issues	0.30	\$123.00
09/08/2006	GEG	Review draft POC forms to be sent to creditors, investors and DLs	0.80	\$328.00
09/11/2006	BMH	Review claims notice from Debtors	0.50	\$205.00
09/11/2006	GMG	Revise draft prrof of claim for direct lenders	0.60	\$315.00
09/11/2006	GMG	Review proposed ballots and attachments	0.40	\$210.00
09/12/2006	GMG	Conference with associate attorney bmh and geg re issues regarding bar date and direct lenders and information to dls re bar date	0.80	\$420.00
09/12/2006	GMG	Review bar date issues regarding direct lenders	0.40	\$210.00
09/14/2006	GMG	Conference with bmh re bar date and options for direct lenders	0.60	\$315.00
09/25/2006	GEG	Research and conference regarding claim form; review draft for website	1.20	\$492.00
09/27/2006	EJV	Investigate Direct Lender ability to file proofs of claim without known claim amount	4.20	\$735.00
09/27/2006	GMG	Prepare documents information to direct lenders re claims process	0.30	\$157.50
09/29/2006	BMH	Discussed proof of claims issue with GMG and GEG	0.50	\$205.00
09/29/2006	BMH	Review and respond to N. Homfeld re: proof of claim issues	0.10	\$41.00
09/29/2006	BMH	Revise draft of notice re: bar date	1.50	\$615.00
09/29/2006	GMG	Prep of advisory to direct lenders re proofs of claim and bar date	0.30	\$157.50
10/09/2006	GMG	Review debtor motion to extend bar date for intercompany claims	0.40	\$210.00
10/10/2006	GEG	Review Motion to Exclude Debtors From Having to File Inter-Company Claims Against Each Other By the Bar Date, or Alternatively For the Approval of the Immediate Appointment of Special Counsel (.5); conference w/ committees regarding same (.2)	0.70	\$287.00
10/11/2006	GMG	Telephone conference with attorney Laurel David re claims process	0.10	\$52.50
10/13/2006	BMH	Discuss proof of claims issues with Jennifer McBee at Snell	0.50	\$205.00
10/26/2006	GEG	Review direct lender claims	0.80	\$328.00
10/31/2006	GEG	Revise and extend stip regarding continuation of bar date	0.30	\$123.00
01/25/2007	GEG	Review Standard Property Development Response and Opposition to the Objection (claim 120)	0.30	\$132.00

01/29/2007	GEG	Review Reply In Support Of Objection TO Proof OF Claim Filed By Standard Property Development	0.40	\$176.00
			<hr/> 27.70	<hr/> \$8,077.50

Task Code 11 - Debtors' Administration

05/31/2006	GMG	Telephone conferences with various restructuring professionals re status of case	0.10	\$52.50
06/01/2006	GEG	Review loan docs	1.60	\$656.00
06/01/2006	GEG	Review new loan summary filed by debtor	0.20	\$82.00
06/08/2006	GEG	Review and research PDG Motion for Disbursement	1.10	\$451.00
06/12/2006	THF	Review issues for motion to use funds, release properties, etc.	0.60	\$264.00
07/11/2006	BMH	Reviewed loan summary	0.30	\$123.00
07/11/2006	GMG	Review various budgets and other information regarding loan servicing fees, extension fees, etc.	0.30	\$157.50
07/17/2006	GMG	Review and execution of orders	0.30	\$157.50
07/28/2006	GEG	Revise and Extend Direct Lenders' Limited Opposition to Motion to Distribute Funds and to Grant Ordinary Course Releases and Distribute Proceeds.pdf	2.20	\$902.00
09/20/2006	GMG	Conference with debtor and other committees re general matters	0.90	\$472.50
09/26/2006	GMG	Conf call with debtors counsel and other professionals	0.90	\$472.50
09/26/2006	WMN	Discuss suggestions re claim instruction with Ms. Higgins	0.60	\$264.00
09/28/2006	GMG	Court appearance - bankruptcy fee applications and other omnibus hearing matters	3.60	\$1,890.00
10/05/2006	GMG	Review pleadings employee retention motion	0.30	\$157.50
10/09/2006	GMG	Conference with debtor and other committees re weekly matters	1.10	\$577.50
10/09/2006	GMG	Review pleadings latest cash motion	0.20	\$105.00
10/11/2006	GMG	Review of emails re pending orders	0.40	\$210.00
10/12/2006	GEG	Review US Trustee's Opposition to Motion for Order Approving Retention Plan of Debtor's Remaining Employees	0.40	\$164.00
10/18/2006	GEG	Review and research debtors motion filed under seal	1.30	\$533.00
10/25/2006	GEG	Review and reread US Trustee's Motion to Convert Cases to Proceedings Under Chapter 7	0.60	\$246.00
10/25/2006	GMG	Review pleadings motion to convert	0.30	\$157.50
10/25/2006	GMG	Conference with associate attorney bmh re motion to convert	0.30	\$157.50
10/27/2006	GEG	Analyze Allison Declaration re Debtors' Opp to Trustee's Motion to Convert Case to Ch 7; draft summary to committee regarding motion and opposition	0.80	\$328.00
10/27/2006	GEG	Review budget	0.50	\$205.00
10/27/2006	GEG	Renew Opposition to Trustee's Motion to Convert Case to Ch 7 and prepare joinder	0.80	\$328.00
11/21/2006	GEG	Review monthly operating reports for all debtors	0.70	\$287.00
01/22/2007	GEG	Review debtors monthly operating reports	0.60	\$264.00
			21.00	\$9,664.50

Task Code 12 - Valuation/Appraisal

07/03/2006	GEG	Electronic correspondence with other committees regarding valuation reports and financial information	0.40	\$164.00
07/27/2006	GEG	Review revised memo from mesirow regarding additional funding requirements	0.80	\$328.00
08/14/2006	GMG	Review financial info provided by debtor	0.30	\$157.50
08/22/2006	GMG	Review proposed procedures order revisions	0.20	\$105.00
			<hr/> 1.70	<hr/> \$754.50

Task Code 13 - Committee Governance

05/24/2006	GEG	Draft committee by laws	5.20	\$2,132.00
05/24/2006	TBG	Research regarding committee's obligations under 1102(b)(3) and 1103(c).	2.00	\$370.00
05/30/2006	KP	Confer with GEG re: Research re: committee governance	1.10	\$192.50
05/30/2006	TBG	Research regarding protocols for disseminating information to committee members and other duties of the committee related to 1102 and 1103.	0.60	\$111.00
05/31/2006	TBG	Conference regarding solicitation and dissemination procedures.	0.60	\$111.00
06/01/2006	GEG	Telephone call and electronic correspondence with Augie Landis regarding committee procedures	0.10	\$41.00
06/01/2006	GEG	Telephone call from united states trustee regarding committee procedure.	0.10	\$41.00
06/01/2006	GEG	Telephone call with committee (ned) regarding website and dissemination of information to committee	0.20	\$82.00
06/03/2006	GMG	Review electronic correspondence from debtor demanding execution of confi agr, review of conf agr and reply email	0.40	\$210.00
06/05/2006	BMH	Discussed confidentiality agreement with GMG	0.60	\$246.00
06/05/2006	BMH	Reviewed proposed confidentiality agreement from Debtors	1.20	\$492.00
06/05/2006	GMG	Conference with associate attorney bmh re conf agr request and status of hearings and our retention	0.40	\$210.00
06/05/2006	KP	Confer with GMG re: research confidentiality agreements and official creditors' committees	1.00	\$175.00
06/06/2006	BMH	Revise confidentiality agreement/ review issues re: confidentiality agreement	4.50	\$1,845.00
06/06/2006	BMH	Discussed procedures motion/ confidentiality issues with GEG	0.30	\$123.00
06/06/2006	KP	Research re: confidentiality agreements	5.40	\$945.00
06/07/2006	BMH	Finalize revisions to confidentiality agreement	1.70	\$697.00
06/07/2006	GEG	Revise confidentiality	0.90	\$369.00
06/07/2006	GMG	Prepare revisions to proposed confid agreement	0.60	\$315.00
06/08/2006	BMH	Reviewed revisions of Confidentiality Agreement	0.20	\$82.00
06/09/2006	KP	Research re: Removing members from Creditors' Committee	1.20	\$210.00
06/12/2006	BMH	E-mail to Debtors' counsel re: confidentiality agreement	0.10	\$41.00
06/14/2006	BMH	Respond to e-mail from Debtors' counsel re: confidentiality agreement	0.10	\$41.00
06/14/2006	BMH	Respond to e-mail from Debtors counsel re: proposed confidentiality agreement	0.20	\$82.00
06/14/2006	BMH	Review supplemental declaration re: confidentiality agreement	0.20	\$82.00
06/14/2006	THF	Conference re: allison comments; mesirow conflicts	0.30	\$132.00
12/11/2006	TBG	Conference regarding confirmation briefs.	1.10	\$203.50
12/11/2006	TBG	Research regarding confirmation issues, including issues related to trusts, prepaid interest, and recoupment.	3.50	\$647.50
12/14/2006	GMG	Review electronic correspondence from helms re confidentiality and reply	0.20	\$105.00
			34.00	\$10,333.50

Task Code 15 - Disclosure Stmt/Plan/Negotiations/Prepar

05/31/2006	GEG	Attend Strategy meeting re Plan	2.40	\$984.00
07/11/2006	GEG	Attend meeting regarding plan options	4.10	\$1,681.00
07/11/2006	GMG	Attend meeting with debtors and other committees	4.10	\$2,152.50
07/24/2006	GEG	Review plan term sheet proposal	1.90	\$779.00
07/24/2006	GEG	Review financial documents from first trust deed fund regarding operational performance	0.40	\$164.00
07/25/2006	GEG	Meeting with First Trust Deed Fund regarding plan options	2.00	\$820.00
07/25/2006	GMG	Conference with eve k and mary m re joint plan	2.00	\$1,050.00
07/25/2006	GMG	Conference with first trust and debtor re plan alternatives	2.40	\$1,260.00
07/26/2006	GEG	Review offer regarding reorganization plan	0.60	\$246.00
07/26/2006	GMG	Telephone conference with attorney eve k re plan term sheet	0.30	\$157.50
07/26/2006	GMG	Conference with attorney geg re plan alternatives	0.70	\$367.50
07/28/2006	GEG	Telephone call with FTD regarding term sheet and plan options	0.30	\$123.00
07/31/2006	GMG	Conference with associate attorney bmh re plan term sheetprovisions	0.60	\$315.00
07/31/2006	GMG	Review documents Buyer A proposal	0.30	\$157.50
07/31/2006	GMG	Prepare documents revisions to draft term sheet	1.40	\$735.00
07/31/2006	GMG	Telephone conference with attorney eve k. re plan term sheet and extension of exclusivity	0.20	\$105.00
08/07/2006	BMH	Review term sheet for plan	1.10	\$451.00
08/08/2006	BMH	Review term sheet with GMG and GEG	1.10	\$451.00
08/08/2006	GMG	Prepare for conference in Los Angeles with other committees and debtors	3.40	\$1,785.00
08/08/2006	GMG	Travel to and from Los Angeles for meeting	2.10	\$1,102.50
08/08/2006	GMG	Conference with client following meeting	1.30	\$682.50
08/09/2006	GMG	Review pleadings draft stip re exclusivity extension	0.20	\$0.00
08/09/2006	GMG	Telephone conference with attorney rob charles re plan structure and exclusivity extension	0.40	\$210.00
08/09/2006	GMG	Telephone conference with attorney christine pajak re exclusivity extension	0.10	\$52.50
08/10/2006	EJV	Reviewed Documents re Plan	3.00	\$525.00
08/10/2006	GEG	Draft terms sheet regarding joint plan	2.50	\$1,025.00
08/10/2006	GMG	Telephone conference with attorney Christine Pajak re exclusivity and alternate plan process	0.20	\$105.00
08/10/2006	GMG	Review pleadings latest draft of exclusivity stipulation and execution thereof	0.20	\$105.00
08/14/2006	GMG	Telephone conference with attorney merola re plan process and sales alternatives	0.20	\$105.00
08/14/2006	GMG	Conference with committees and debtor	1.20	\$630.00
08/15/2006	GEG	Negotiate term sheet regarding joint plan; conference with GMG regarding plan	2.80	\$1,148.00
08/15/2006	GMG	Telephone conference with client b. bullard re plan process and draft term sheet	0.50	\$262.50
08/16/2006	GMG	Review financial analysis regarding plan treatments and recharacterization	0.70	\$367.50
08/17/2006	GMG	Conference with debtor and other committees re possible plan and sale	2.60	\$1,365.00
08/21/2006	BMH	Review loan documents re: Plan issues	0.60	\$246.00
08/21/2006	GMG	Telephone conference with attorney geg re term sheet	0.40	\$210.00
08/22/2006	GEG	Ongoing plan negotiations; review loan documents and appraisals regarding distribution under plan	3.40	\$1,394.00
08/23/2006	BMH	Discussed plan issues with GMG and GEG	1.20	\$492.00
08/23/2006	BMH	Discuss revised term sheet with geg and gmg	0.30	\$123.00
08/23/2006	BMH	Review term sheet	0.80	\$328.00
08/23/2006	BMH	Discussed term sheet with GMG/GEG and First Trust Deed Committee counsel	0.80	\$328.00

08/23/2006	GEG	Call with FTDF regarding plan options	0.80	\$328.00
08/23/2006	GEG	Review proposed term sheet regarding plan; conference regarding same	1.40	\$574.00
08/23/2006	GMG	REview schedules for possible deficiency claims and guarantees	1.20	\$630.00
08/23/2006	GMG	Conferences with other counsel re plan term sheet	2.60	\$1,365.00
08/23/2006	GMG	Review latest term sheet from eve k.	0.50	\$262.50
08/24/2006	GMG	Final review and prep of term sheet distributed this afternoon	0.70	\$367.50
08/24/2006	GMG	Telephone conference with attorney eve karasik re plan term sheet	0.30	\$157.50
08/24/2006	GMG	Review latest draft of term sheet from FTD Committee	0.60	\$315.00
08/24/2006	TBG	Review w/ GEG correspondence regarding funding of joint plan.	0.20	\$37.00
08/27/2006	CAR	Conf w/thf re drafting of background section of disclosure statement	0.10	\$15.00
08/28/2006	CAR	Identify 1st day motion's and misc substantial pldgs for background section of disc stmt.	0.60	\$90.00
08/28/2006	CAR	Download sec filings and omnibus declaration of allison for background info for disclosure statement	0.30	\$45.00
08/28/2006	GEG	Plan negotiations with FTDF	1.10	\$451.00
08/28/2006	GMG	Telephone conference with attorney karasik re plan term sheet and exclusivity	0.90	\$472.50
08/28/2006	GMG	Conference with other atty karasik re plan term sheet and plan process	0.50	\$262.50
08/28/2006	GMG	Telephone conference with attorney charles and freeman re plan term sheet	1.10	\$577.50
08/28/2006	GMG	Conf with assoc attys bmh and geg re plan issues, term sheet issues and prep for t/c with other parties re same	0.70	\$367.50
08/28/2006	THF	Commence drafting disclosure statement	1.50	\$660.00
08/29/2006	BMH	Telephonic meeting with Committee/Debtor counsel	0.60	\$246.00
08/29/2006	BMH	Review draft plan from debtors	1.50	\$615.00
08/29/2006	BMH	Telephonic meeting with committee/debtor counsel re: offers to purchase	1.10	\$451.00
08/29/2006	BMH	Telephone conference with counsel for FTDF Committee re: plan issues	0.40	\$164.00
08/29/2006	BMH	Review issues re: assumption/rejection loan servicing agreements	1.40	\$574.00
08/29/2006	GEG	Negotiate plan	2.20	\$902.00
08/29/2006	GMG	Review documents draft debtors plan	0.80	\$420.00
08/29/2006	GMG	Telephone conference with attorney karasik re plan process and exclusivity extension	0.40	\$210.00
08/29/2006	GMG	Telephone conference with client bill b re status of joint term sheet, sales process and plan	0.60	\$315.00
08/29/2006	GMG	Conference with debtors and committees re sales process	1.10	\$577.50
08/29/2006	THF	Continue drafting preliminary sections of disclosure statement	2.00	\$880.00
09/01/2006	BMH	Discussed sale prospects with gmg	0.30	\$123.00
09/01/2006	BMH	Review ftdf committee response re: offer	0.30	\$123.00
09/01/2006	BMH	Review unsecured creditors committee reponse to offer	0.20	\$82.00
09/01/2006	CAR	Identify 1st day motions, misc substantive pleadings for background section of disc stmt	3.00	\$450.00
09/04/2006	BMH	Review e-mails from Committees' counsel re: revisions to offer	0.40	\$164.00
09/04/2006	BMH	Review offer term sheet	0.60	\$246.00
09/04/2006	BMH	Discuss status of offer with GMG	0.40	\$164.00
09/05/2006	BMH	Review revisions to offer letter from committees and debtor	3.50	\$1,435.00
09/05/2006	BMH	Meeting with committees/debtors' counsel re: revisions to offer	1.40	\$574.00
09/05/2006	BMH	Discuss offer letter with geg	0.30	\$123.00
09/05/2006	CAR	Continue identification of 1st day motions and substantive pleadings for background section of disc stmt	1.00	\$150.00
09/05/2006	GMG	Review revised draft joint term sheet	0.90	\$472.50
09/06/2006	BMH	Review revised offer letter	1.70	\$697.00
09/06/2006	BMH	Discussed revised offer with GEG	0.60	\$246.00

09/06/2006	BMH	Meeting with committess'/debtors' counsel and potential purchaser re: offer	0.80	\$328.00
09/06/2006	BMH	Review e-mail re: revisions to offer	0.30	\$123.00
09/06/2006	BMH	Meeting with committee counsel/debtors counsel re: offer	0.50	\$205.00
09/06/2006	BMH	Review e-mails from committees' counsel re: further revisions to offer letter	0.80	\$328.00
09/06/2006	CAR	Research background information on usa mortgage company for disclosure statement	0.70	\$105.00
09/06/2006	CAR	Conf w/thf re identification of 1st day motions and other substantive pleadings for background information in discl statement	0.50	\$75.00
09/06/2006	THF	Summarize case events and other matters for disclosure statement	1.00	\$440.00
09/07/2006	BMH	Review revision to offer and discuss with GEG	1.60	\$656.00
09/07/2006	BMH	Review revised offer letter	0.60	\$246.00
09/07/2006	BMH	Review e-mails re: revisions to offer letter	0.30	\$123.00
09/07/2006	GEG	Review and prepare comments to term sheet	3.10	\$1,271.00
09/08/2006	BMH	Review e-mails re: revisions to Offer Letter	0.70	\$287.00
09/08/2006	BMH	Attend telephonic meeting with comittees/debtors counsel re: offer	0.60	\$246.00
09/08/2006	BMH	Telephonic meeting with committee/debtors counsel	1.80	\$738.00
09/08/2006	BMH	Review revisions to offer	0.60	\$246.00
09/11/2006	BMH	Review e-mails re: revisions to offer letter	0.40	\$164.00
09/11/2006	BMH	Telephonic conference with committees/debtors counsel	0.90	\$369.00
09/12/2006	BMH	Review revisions to offer letter	0.50	\$205.00
09/12/2006	BMH	Telephonic meeting with committees/debtors counsel re: offer letter revisions and term sheet revisions	2.50	\$1,025.00
09/12/2006	GEG	Draft plan term sheet	5.50	\$2,255.00
09/13/2006	BMH	Review e-mails re: term sheet	0.30	\$123.00
09/13/2006	GEG	Research claims procedure	4.50	\$1,845.00
09/13/2006	GMG	Review draft plan term sheet	0.60	\$315.00
09/14/2006	BMH	Review e-mails re: offer letter	0.20	\$82.00
09/14/2006	GMG	Telephone conference with attorney karasik re joint term sheet	0.40	\$210.00
09/14/2006	GMG	Review documents plan term sheets	0.70	\$367.50
09/14/2006	GMG	Review documents charles latest draft term sheet	0.60	\$315.00
09/14/2006	GMG	Further analysis of term sheet and open issues	0.50	\$262.50
09/14/2006	GMG	Telephone conference with client bullard re plan status	0.40	\$210.00
09/15/2006	BMH	Review modified plan term sheet from Unsecured Committee/ correspondence	1.10	\$451.00
09/15/2006	GEG	Negotiations with UCC and Debtor regarding plan and exclusivity extension	1.80	\$738.00
09/15/2006	GEG	Review debtors plan (filed today)	2.30	\$943.00
09/15/2006	GMG	Conference with eve k. re joint plan draft	0.30	\$157.50
09/15/2006	GMG	Further review of rob charles draft term sheet	0.30	\$157.50
09/15/2006	GMG	Conference with committee re exclusivity and status of term sheets	1.30	\$682.50
09/16/2006	BMH	Review Debtor's Plan/Disclosure Statement	1.50	\$615.00
09/18/2006	BMH	Review Debtors' motion to extend exclusivity	0.30	\$123.00
09/18/2006	BMH	Review debtors' plan	1.80	\$738.00
09/18/2006	BMH	Review e-mails re: plan/term sheet	0.40	\$164.00
09/18/2006	GEG	Provide comments to draft plan	1.80	\$738.00
09/18/2006	GMG	Telephone conference with attorney geg re status of plan negotiations	0.50	\$262.50
09/18/2006	THF	Review debtors' d.s. and plan for information for drafting committee d.s.	2.50	\$1,100.00
09/19/2006	BMH	Review e-mails re MAC language	0.40	\$164.00
09/19/2006	EJV	Read plan and disclosure statement	2.60	\$455.00
09/19/2006	GMG	Review debtors' plan	2.70	\$1,417.50
09/19/2006	THF	Draft disclosure statement	1.00	\$440.00
09/20/2006	BMH	Review e-mails re: revisions to bid procedures	0.30	\$123.00

09/20/2006	BMH	Attend telephonic meeting b/w Debtors, Debtors counsel and committee counsel	0.90	\$369.00
09/20/2006	BMH	Review Debtors' plan	1.30	\$533.00
09/20/2006	GEG	Revise plan term sheet	1.50	\$615.00
09/20/2006	GMG	Telephone conference with attorney eve k re debtors plan issues	0.10	\$52.50
09/20/2006	GMG	Telephone conference with attorney eve k re draft j/t term sheet	0.40	\$210.00
09/20/2006	GMG	Telephone conference with attorney rob charles re joint term sheet	0.40	\$210.00
09/20/2006	GMG	Review draft joint term sheet with ftdf	0.60	\$315.00
09/20/2006	GMG	Prepare documents draft j/t term sheet	0.70	\$367.50
09/20/2006	GMG	Telephone conference with client bill b re status of plan and draft j/t term sheet	0.30	\$157.50
09/20/2006	GMG	Telephone conference with attorney eve k re further modifications to draft j/t term sheet	0.40	\$210.00
09/21/2006	BMH	Reviewed e-mails from counsel re: bid procedures	0.30	\$123.00
09/21/2006	BMH	Reviewed GMG's comments to proposed plan	0.30	\$123.00
09/21/2006	GMG	Review of latest draft of j/t term sheet from eve k.	0.30	\$157.50
09/21/2006	GMG	Review pleadings Debtors plan and email re same to Annette Jarvis and DL Committee	4.10	\$2,152.50
09/21/2006	GMG	Electronic correspondence to client bill b. re latest j/t term sheet draft	0.40	\$210.00
09/21/2006	GMG	Electronic correspondence to eve k re latest j/t term sheet draft	0.10	\$52.50
09/22/2006	EJV	Researched issues regarding USA plan and disclosure statement	5.50	\$962.50
09/22/2006	GEG	Review draft plan; make comments to same	5.90	\$2,419.00
09/22/2006	GMG	Electronic correspondence to client re plan issues	0.20	\$105.00
09/25/2006	EJV	Researched issues regarding draft USA plan and disclosure statement and prepared memorandum	6.80	\$1,190.00
09/25/2006	GEG	Review latest plan; provide comments	2.30	\$943.00
09/25/2006	GEG	Call with ucc regarding plan	0.60	\$246.00
09/25/2006	GMG	Telephone conference with attorney eve k and rob c. re plan issues	0.30	\$157.50
09/25/2006	GMG	Review documents various term sheets and comments	0.40	\$210.00
09/25/2006	GMG	Prepare bankruptcy pleadings draft alt plan	1.70	\$892.50
09/25/2006	THF	Review draft plan for prep of alternate d.s.	0.50	\$220.00
09/26/2006	BMH	Discussed status of plan term sheet with GMG	0.50	\$205.00
09/26/2006	EJV	Completed memorandum regarding USA plan (disallowance of claims, burden of proof on prepaid interest)	6.60	\$1,155.00
09/26/2006	GMG	Conference with associate attorney geg re open alternative plan issues	0.30	\$157.50
09/26/2006	GMG	Further revisions to alternative plan	0.70	\$367.50
09/26/2006	GMG	Telephone conference with attorney rob charles re proposed j/t term sheet	0.30	\$157.50
09/26/2006	GMG	Telephone conference with client bill b re plan alternatives	0.30	\$157.50
09/27/2006	GEG	Research plan issues re "transfer"	2.30	\$943.00
09/27/2006	GMG	Telephone conference with client bill b re plan process	0.30	\$157.50
09/27/2006	GMG	Prepare documents further revisions to draft j/t plan with FTDF	2.40	\$1,260.00
09/29/2006	GEG	Review draft FTDF Plan	0.80	\$328.00
09/29/2006	GMG	Telephone conference with attorney eve k re j/t term sheet and status of negotiations with DTD Comm	0.40	\$210.00
09/29/2006	GMG	Telephone conference with attorney eve k re issues with Diversified Comm	0.40	\$210.00
10/01/2006	GMG	Review latest daft of ftdf and dftf resolution	0.20	\$105.00
10/03/2006	BMH	Review issues re: transfer loan servicing agreements	4.10	\$1,681.00
10/04/2006	GEG	Telephone call with counsel for FTDF regarding plan	0.30	\$123.00
10/04/2006	GMG	Telephone conference with attorney eve k re plan negotiations status	0.30	\$157.50
10/05/2006	GMG	Review correspondence from charles to levinson re demand of Diversified to offset unremitted principal claim against prepaid interest	0.20	\$105.00
10/06/2006	GEG	Conference with other committees re term sheet	2.00	\$820.00
10/06/2006	GEG	Revise amended plan and term sheet	4.50	\$1,845.00

10/06/2006	GMG	Review rob charles revisions to j/t term sheet	0.60	\$315.00
10/08/2006	GMG	Review and analysis of draft amended plan of Debtors	2.20	\$1,155.00
10/08/2006	GMG	Review Rob Charles letter re prepaid interest as fraudulent transfer	0.20	\$105.00
10/09/2006	BMH	Discuss revisions to plan with GMG	0.30	\$123.00
10/09/2006	BMH	Review plan and term sheet	2.40	\$984.00
10/09/2006	BMH	Review e-mails re: revised plan/term sheet	0.20	\$82.00
10/09/2006	GMG	Further review of rob charles term sheet	0.90	\$472.50
10/09/2006	GMG	Review electronic correspondence from susan smith re proposed mailing and replies	0.30	\$157.50
10/10/2006	GEG	Conference with debtor and other committees re plan	1.00	\$410.00
10/10/2006	GMG	Further review of draft j/t term sheet	0.60	\$315.00
10/11/2006	GMG	Prepare for meeting in LA with other committees	0.30	\$157.50
10/12/2006	GEG	Travel to meetings in LA to negotiate plan term sheet	2.50	\$512.50
10/12/2006	GEG	Negotiate term shed with other committees	6.50	\$2,665.00
10/12/2006	GMG	Prepare for conference with committees	1.20	\$630.00
10/12/2006	GMG	Conference with associate attorney geg re negotiations	0.60	\$315.00
10/12/2006	GMG	Conference with committees re plan	3.50	\$1,837.50
10/12/2006	GMG	Telephone conference with client bullard re progress on negotiations	0.50	\$262.50
10/13/2006	GEG	Negotiate term sheet w/ other committees	5.50	\$2,255.00
10/13/2006	GMG	Conference with associate attorney geg re prep for continued negotiations	0.80	\$420.00
10/13/2006	GMG	Continued conference with other committees re j/t term sheet	5.50	\$2,887.50
10/13/2006	GMG	Travel to Las Vegas (this is 1/2 time).	1.50	\$393.75
10/16/2006	GMG	Telephone conference with attorney eve k. re status of j/t term sheet negotiations	0.30	\$157.50
10/17/2006	GEG	Review Debtor's First Amended Joint Plan of Reorganization	2.30	\$943.00
10/17/2006	GMG	Conference with associate attorney geg re status of negotiations on j/t term sheet	0.40	\$210.00
10/18/2006	GEG	Revise and negotiate plan	6.50	\$2,665.00
10/18/2006	GMG	Telephone conference with client bill b re offset issue under plan	0.30	\$157.50
10/19/2006	GEG	Review latest terms sheet (1.2); call with counsel to FTDF regarding same (.6)	1.80	\$738.00
10/20/2006	GEG	Plan discussions/negotiations with other committees/debtor	3.60	\$1,476.00
10/25/2006	GEG	Review Pension Benefits Objection to Disclosure Statement	0.30	\$123.00
10/27/2006	GEG	Negotiate plan tern sheet; revise ad review same	3.40	\$1,394.00
10/29/2006	GEG	Revise and review plan/term sheet	2.80	\$1,148.00
10/30/2006	BMH	Meeting with Committee counsel re: term sheet	1.40	\$574.00
10/30/2006	GEG	Plan negotiations	4.50	\$1,845.00
10/31/2006	GEG	Review and execute exclusivity order	0.10	\$41.00
10/31/2006	GEG	Review and execute disclosure statement order	0.20	\$82.00
10/31/2006	GEG	Electronic correspondence with counsel for other committees (.4) and negotiate term sheet (2.9)	3.30	\$1,353.00
11/01/2006	BMH	Reviewed revised term sheet re: sale	0.30	\$123.00
11/01/2006	BMH	Discussions with committee counsel and GEG re: revised term sheet	0.50	\$205.00
11/01/2006	GEG	Draft new plan sections for debtors revised plan	4.20	\$1,722.00
11/01/2006	GEG	Negotiate plan with FTDF and UCC	1.10	\$451.00
11/01/2006	GEG	Negotiate new term sheet	3.20	\$1,312.00
11/01/2006	GEG	Review revised term sheet.	0.50	\$205.00
11/02/2006	BMH	Telephonic meeting with committee counsel re: revisions to term sheet/plan	1.20	\$492.00
11/02/2006	GEG	Call with debtors and committees regarding plan and disclosure statement	1.30	\$533.00
11/02/2006	GEG	Draft DS	3.30	\$1,353.00
11/02/2006	GEG	Revise joint plan	4.50	\$1,845.00

11/03/2006	BMH	Telephonic meeting with debtors and committee counsel re: revised plan/disclosure statement	1.30	\$533.00
11/03/2006	BMH	Discuss plan issues with GEG	0.50	\$205.00
11/03/2006	GEG	Email w/ Carlyon regarding order; revise same	0.40	\$164.00
11/03/2006	GEG	Draft order regarding loan modification	0.40	\$164.00
11/03/2006	GEG	Negotiate and draft plan	4.70	\$1,927.00
11/04/2006	GEG	Prepare markup of plan and circulate to other committees	2.50	\$1,025.00
11/05/2006	BMH	Attend telephonic Direct Lenders Committee meeting re: revised Plan	1.30	\$533.00
11/05/2006	BMH	Review revised Plan	1.50	\$615.00
11/05/2006	BMH	Discussed revisions to Plan with GEG	0.40	\$164.00
11/05/2006	BMH	Reviewed e-mails from counsel re revised Plan	0.50	\$205.00
11/05/2006	GEG	Negotiate plan with other committees and debtor	2.70	\$1,107.00
11/05/2006	GEG	Review latest plan draft and comments from other committees	1.10	\$451.00
11/05/2006	GMG	Review and comment on latest draft plan	2.60	\$1,365.00
11/06/2006	BMH	Review e-mails re: revisions to plan	1.10	\$451.00
11/06/2006	BMH	Conference call with Debtors counsel and committee counsel re: revisions to plan and disclosure statement	3.30	\$1,353.00
11/06/2006	BMH	Review balloting procedures motion	0.60	\$246.00
11/06/2006	BMH	Review disclosure statement	2.60	\$1,066.00
11/06/2006	BMH	Draft Plan insert re: compromise	1.50	\$615.00
11/06/2006	GEG	Negotiate with other committee and debtor revise, extend and negotiate plan and DS	6.20	\$2,542.00
11/06/2006	GEG	Conference with other committees regarding plan and disclosure statement negotiations.	3.70	\$1,517.00
11/06/2006	GMG	Review form of ballot and forward comments	0.40	\$210.00
11/07/2006	BMH	Reviewing revisions to Disclosure Statement from Committees	3.10	\$1,271.00
11/07/2006	BMH	Review and revise disclosure statement	2.80	\$1,148.00
11/07/2006	BMH	Telephone conference re: revisions to disclosure statement	1.60	\$656.00
11/07/2006	BMH	Drafting revisions to disclosure statement	1.50	\$615.00
11/07/2006	BMH	Reviewing revisions to disclosure statement	1.50	\$615.00
11/07/2006	BMH	Review revisions to Notice of Filing Disclosure Statement	0.90	\$369.00
11/07/2006	GEG	Committee call regarding plan	0.70	\$287.00
11/07/2006	GEG	Negotiate Plan with debtor	0.90	\$369.00
11/07/2006	GEG	Review and revise version 6 of the DS	4.20	\$1,722.00
11/07/2006	GMG	Review electronic correspondence(s) re disc statement open issues	0.60	\$315.00
11/08/2006	BMH	Review filed Disclosure Statement	0.70	\$287.00
11/08/2006	GEG	Revise and extend disclosure statement	6.70	\$2,747.00
11/09/2006	BMH	Reviewed revisions to Plan	0.60	\$246.00
11/09/2006	BMH	Review e-mails re: revisions to plan	0.40	\$164.00
11/09/2006	BMH	Discussed plan supplement with UCC counsel	0.10	\$41.00
11/09/2006	GEG	Revise Plan	8.40	\$3,444.00
11/09/2006	GMG	Review of proposed bid procedures application and proposed revisions	0.60	\$315.00
11/09/2006	GMG	Review of latest filed disc statement and plan	1.30	\$682.50
11/10/2006	GEG	Research and revise ds issues	6.70	\$2,747.00
11/11/2006	BMH	Review e-mails re: plan/disclosure statement revisions	1.50	\$615.00
11/11/2006	GMG	Review debtor email re limiting creditors to disc statement and reply with contrary authorities	0.50	\$262.50
11/12/2006	BMH	Review plan/disclosure statement revisions	1.30	\$533.00
11/12/2006	BMH	Discussed plan revisions with GEG	0.20	\$82.00
11/12/2006	GMG	Various emails with Annette Jarvis re plan classification, impairment and subordination	0.50	\$262.50
11/12/2006	GMG	Review emails from other attorneys re plan and disc statement revisions	0.70	\$367.50